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September 19, 2005 38910.00006

**BY OVERNIGHT DELIVERY**

The Honorable Joseph J. Farnan, Jr.  
 United States District Court  
 for the District of Delaware  
 844 King Street  
 Wilmington, DE 19801

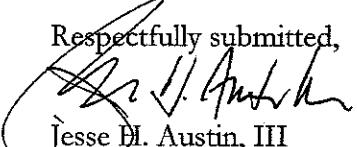
Re: NorthWestern Corporation

Dear Judge Farnan:

As you may be aware, we are counsel to NorthWestern Corporation. We received today a copy of the letter dated September 16, 2005 which counsel for Magten Asset Management Corporation sent to your Honor. We have not had an opportunity to closely review the chart attached to the September 16 letter and cannot represent that the chart accurately summarizes all of the appeals and other actions currently pending before this Court involving NorthWestern, both as to its bankruptcy estate and its status as a reorganized Chapter 11 debtor.

We can advise that NorthWestern does not agree with Magten's request for a status conference. We believe this Court is knowledgeable and well positioned to organize and prioritize matters pending before it. We also note NorthWestern disagrees with Magten's perspective that the issues raised by the appeal assigned Case No. 05-0209 may well obviate the need to consider all the remaining appeals. Rather, NorthWestern believes that matter assigned Case No. 04-1389 before this Court is the primary appeal which would resolve most if not all of the matters. It is this appeal where NorthWestern moved to dismiss the pending appeal of the confirmation order on the grounds of equitable mootness because NorthWestern's reorganization plan has become effective and has been substantially consummated. Until the Court rules on the motion to dismiss the appeal for mootness, NorthWestern does not believe there is any need for a scheduling conference as requested by Magten.

Respectfully submitted,

  
 Jesse D. Austin, III  
 of Paul, Hastings, Janofsky & Walker LLP

JHA:ld



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